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Attorneys for the Debtors

In re:	:	UNITED STATES BANKRUPTCY COURT
SHAPES/ARCH HOLDINGS L.L.C., <u>et</u>	:	FOR THE DISTRICT OF NEW JERSEY
<u>al.</u> ,	:	CHAPTER 11
	:	
Debtors.	:	CASE NO. 08-14631 (GMB)
	:	
	:	

**NOTICE OF FILING OF CERTIFICATIONS IN SUPPORT OF DEBTORS'
OBJECTION SEEKING ORDER TO RECLASSIFY ADMINISTRATIVE CLAIM
OF EULER HERMES ACI, AS ASSIGNEE OF RUSAL AMERICA CORP. TO
GENERAL UNSECURED CLAIM**

PLEASE TAKE NOTICE, that the above captioned reorganized debtors, by and through their undersigned counsel, hereby file the certifications of Paul Sorensen and Kathy Roman attached hereto as Exhibits "A" and "B", respectively, in support of their objection (the "Objection") seeking order reclassify administrative claim of Euler Hermes ACI, as assignee of Rusal America Corp. ("Rusal") to a general unsecured claim and in reply to Rusal's response to the Objection.

Dated: October 30, 2008

COZEN O'CONNOR, PC

By: /s/ Jerrold N. Poslusny, Jr.
Mark E. Felger
Jerrold N. Poslusny, Jr.

Attorneys for the Shapes/Arch Holdings LLC, *et al.*

EXHIBIT "A"

MARK E. FELGER (MF9985)
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	:	CHAPTER 11
	:	
Debtors.	:	CASE NO. 08-14631 (GMB)

**CERTIFICATION OF PAUL SORENSEN IN SUPPORT OF DEBTORS'
OBJECTION SEEKING ORDER TO RECLASSIFY ADMINISTRATIVE
CLAIM OF EULER HERMES ACI, AS ASSIGNEE OF RUSAL AMERICA
CORP. TO GENERAL UNSECURED CLAIM**

Paul Sorensen, being duly sworn, hereby declares and certifies under penalty of perjury:

1. I was the Chief Financial Officer ("CFO") of Shapes/Arch Holdings L.L.C.¹ and Shapes for approximately ten years, including the period leading up to the filing of the Debtors' Chapter 11 cases. I resigned from this position in late September 2008.

2. I am fully familiar with the events discussed in the Debtors' Objection Seeking Order to Reclassify Administrative Claim of Euler Hermes ACI, as Assignee or Rusal America Corp. to General Unsecured Claim (the "Objection").² I submit this certification in response to

¹ In addition to Shapes/Arch Holdings L.L.C. ("Shapes/Arch"), the following entities, all of which are wholly owned subsidiaries of Shapes/Arch, also filed petitions on the Petition Date (as defined in the Objection): Shapes L.L.C. ("Shapes"); Delair L.L.C. ("Delair"); Accu-Weld L.L.C. ("Accu-Weld"); and Ultra L.L.C. ("Ultra").

² Unless otherwise defined herein, all capitalized terms shall have the same meanings ascribed to them in the Objection.

the opposition to the Objection filed by Euler Hermes ACI, as assignee of Rusal America Corp. ("Rusal").

3. On February 22, 2008, I participated in a conference call with Kathy Roman, Shapes' Controller, and Susan Scarinci of Rusal. Ms. Scarinci is known to me as the Risk Manager of Rusal, and she is and has been the principal point of contact in Shapes' business dealings with Rusal. On that call, I informed Ms. Scarinci that from and after the date of the call Shapes would pay for new product shipped by Rusal on a "COD basis."

4. During the period from the date of the conference call with Ms. Scarinci through the Chapter 11 petition date, Shapes made five wire payments to Rusal, which constituted COD payments for shipments received by Shapes at or around the time of payment. The last pre-petition payment to Rusal was made on March 3, 2008; and was a balance correction for a shipment received during the week of February 25, 2008.

5. It is my understanding that the information listed on the wire transmittal reports attached to the Objection as Exhibit "A" is included in the reports that were provided to Rusal's bank at the time of payment. Therefore, in addition to the February 22, 2008 telephone conversation during which Kathy Roman and I informed Rusal, through Ms. Scarinci, as to how payments are to be applied in the future, Shapes designated the debt that was to be paid by each wire in writing at the time that each wire transfer occurred.

6. I had no other communications with Ms. Scarinci or any other Rusal employee between February 22, 2008 and March 3, 2008.

7. In the certification of Richard Kellner appended to Rusal's response to the Objection (the "Kellner Certification"), Mr. Kellner recites at paragraph 5 that I had a conversation with him on March 10, 2008, during which he advised me that Rusal could only

apply payment to the oldest invoice and that I “acknowledged this during the telephone call.” I have no recollection of any call with Mr. Kellner on or about March 10, 2008. If I had such a call with Mr. Kellner, I would have reaffirmed that the payments in question were for the shipments as designated on the wire transmittal reports.

8. In the Kellner Certification, he indicates that the language of the Addendum to the Sales Contract provides that Shapes “notwithstanding any endorsements or other legend appearing on [Shapes’] checks, drafts or other orders for payment of money, they do not because of such endorsement or legend, or otherwise, constitute payment in full or settlement of account.” I do not know whether the Debtors ever signed the Sales Contract. In the event that the Debtors signed and are bound by the Sales Contract, then my understanding of that language is that any memo on a payment stating “payment in full” or similar language would not be binding upon Rusal. The above language was not intended to address (not to mention preclude) Shapes’ ability to designate the invoices that were being paid by a particular payment.

I hereby declare under penalty of perjury this 30 day of October 2008, that the foregoing is true and correct to the best of my knowledge, information and belief.



Paul Sorensen

CHERRY_HILL\478739\2

EXHIBIT "B"

MARK E. FELGER (MF9985)
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Attorneys for the Debtors

In re:	:	UNITED STATES BANKRUPTCY COURT
SHAPES/ARCH HOLDINGS L.L.C., <u>et al.</u> ,	:	FOR THE DISTRICT OF NEW JERSEY
	:	CHAPTER 11
	:	
Debtors.	:	CASE NO. 08-14631 (GMB)

**CERTIFICATION OF KATHY ROMAN IN SUPPORT OF DEBTORS'
OBJECTION SEEKING ORDER TO RECLASSIFY ADMINISTRATIVE
CLAIM OF EULER HERMES ACI, AS ASSIGNEE OF RUSAL AMERICA
CORP. TO GENERAL UNSECURED CLAIM**

Kathy Roman, being duly sworn, hereby declares and certifies under penalty of perjury:

1. I have been the Controller of Shapes/Arch Holdings L.L.C.¹ and Shapes and have served in this capacity since 2005. I am authorized to make this certification on behalf of Shapes.

2. I am fully familiar with the events discussed in the Debtors' Objection Seeking Order to Reclassify Administrative Claim of Euler Hermes ACI, as Assignee of Rusal America Corp. to General Unsecured Claim (the "Objection").² I submit this certification in response to

¹ In addition to Shapes/Arch Holdings L.L.C. ("Shapes/Arch"), the following entities, all of which are wholly owned subsidiaries of Shapes/Arch, also filed petitions on the Petition Date (as defined in the Objection): Shapes L.L.C. ("Shapes"); Delair L.L.C. ("Delair"); Accu-Weld L.L.C. ("Accu-Weld"); and Ultra L.L.C. ("Ultra").

² Unless otherwise defined herein, all capitalized terms shall have the same meanings ascribed to them in the Objection.

the opposition to the Objection filed by Euler Hermes ACI, as assignee of Rusal America Corp. ("Rusal").

3. On February 22, 2008, I participated in a conference call with Paul Sorensen, Shapes' former Chief Financial Officer, and Susan Scarinci of Rusal. Ms. Scarinci is known to me as the Risk Manager of Rusal, and she is and has been the principal point of contact in Shapes' business dealings with Rusal. On that call, Mr. Sorensen informed Ms. Scarinci that from and after the date of the call Shapes would pay for new product shipped by Rusal to Shapes on a "COD basis."

4. After the conference call with Ms. Scarinci (and prior to the Chapter 11 petition date), Shapes made five wire payments to Rusal, which constituted COD payments for shipments received by Shapes at or around the time of the payment. The last pre-petition payment to Rusal was made on March 3, 2008; and was a balance correction for a shipment received during the week of February 25, 2008.

5. It is my understanding that the information listed on the wire transmittal reports attached to the Objection as Exhibit "A" is included in the reports that were provided to Rusal's bank at the time of payment. Therefore, in addition to the February 22, 2008 telephone conversation during which Mr. Sorensen and I informed Rusal, through Ms. Scarinci, as to how to apply payments in the future, Shapes designated the debt that was to be paid by each wire in writing at the time that each wire transfer occurred.

6. I had no other communications with Ms. Scarinci or any other Rusal employee between February 22, 2008 and March 3, 2008, with respect to the payments in question.

I hereby declare under penalty of perjury this 27th day of October 2008, that the foregoing is true and correct to the best of my knowledge, information and belief.


Kathy Roman